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Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

CCS Disability Action Otago Incorporated

2. Society number

226930

I certify that the alteration has been made in accordance with the rules of the society.

Name

David Mowatt Low

Position

Chair, Local Committee

Signature

1 / 12 2017

3. Complete this checklist before filing your application

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **NOTE** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- The copy of the alteration to rules has been signed by three members of the society.

For society name changes --

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both www.societies.govt.nz and www.companies.govt.nz.

What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- Control and use of the common seal
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered

4. Your contact details

Name and postal address
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Constitution
Of
CCS Disability Action Otago Incorporated

(As adopted with effect from 17 October 2017)

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Part One - Name

- 1.1 The name of the Society is **CCS Disability Action Otago Incorporated**, referred to in this Constitution as “CCS Disability Action”.
- 1.2 The words “**CCS Disability Action**” may be used in the legal name of the Branch only for so long as the Branch is an affiliated Branch of CCS Disability Action.
- 1.3 The words “**Crippled Children Society**” or like words shall not be used as part of the legal name of the Branch but may be used for the purpose of identifying the former legal name of the Branch to the extent that such use is considered by the Board to be necessary.

Part Two - Definitions And Operative Date

2.1 In this Constitution, unless the context otherwise requires:

“Act” means the Incorporated Societies Act 1908 including all amendments to it.

“Board” means the National Board of CCS Disability Action.

“Branch Manager” means the Branch Manager of the Branch appointed by the Chief Executive under Part 9 of this Constitution.

“Chief Executive” means the Chief Executive of CCS Disability Action

“Local Executive Committee” means the Committee constituted under Part Six of this Constitution.

“Local Area” means a geographical area of New Zealand as defined by the Board from time to time which is served by the Branch.

“Local Advisory Committee” means the committee of Members appointed by or on behalf of the Members in a Local Area as provided in Part Five of this Constitution.

“Local Committee” means a committee of Members which combines the functions of the LAC and LEC as provided in Part Seven of this Constitution.

“Member” means a person or group of persons or an organisation that is registered as a Member of a Branch, or if there is no Branch in respect of a Local Area where the person or group of persons resides or where the organisation has its centre of operations, means a person or group of persons or organisation that is registered as a member of CCS Disability Action in respect of that Local Area as provided in Part Four of this Constitution. Except in the case of Life Members (whether of CCS Disability Action or of a Branch) registration as a Member is completed upon payment of the then current annual membership fee (if any).

“CCS Disability Action” means CCS Disability Action (Incorporated), incorporated at Wellington on 27 March 1935.

2.2 Operative Date

This Constitution shall be effective on and from 17 October 2017.

Part Three - Objects

3.1 The objects of the Branch are:

- (a) To carry out the objects of CCS Disability Action.
- (b) To work in partnership with people with disabilities, and their families, to ensure equality of opportunity, quality of life and a community which values full inclusion and participation.
- (c) To support people with disabilities to attain their rights and achieve their aspirations.
- (d) To recognise and honour the principles of the Treaty of Waitangi.
- (e) To support and promote self determination of people with disabilities and their families.
- (f) To remove through education, research and advocacy, the attitudinal, social, legal, political, environmental and other barriers which limit opportunities for people with disabilities and their families.
- (g) To promote or provide services in response to the identified needs and choices of people with disabilities and their families.
- (h) To promote education and research on disability and impairment.
- (i) To support and promote the well-being of people with disabilities and their families.
- (j) To ensure people with disabilities and their families have equitable participation in all aspects of CCS Disability Action.
- (k) To develop awareness and understanding to support full community inclusion and participation of people with disabilities and their families.
- (l) To receive any money and other real and personal property gifted to or otherwise acquired by or passing to the management of the Branch (including any money or property donated to otherwise directed to be managed by the Branch under any former name) and to apply that money and real and personal property in and towards all or any of the above objects of the Branch.
- (m) To co-operate with CCS Disability Action and (if appropriate) to receive from CCS Disability Action money and other real and personal property which CCS Disability Action may make available and to apply that money and real and personal property in and towards the objects of the Branch.

3.2 The Branch is established exclusively for charitable purposes within the meaning of the Charities Act 2005 and the listed objects in Rule 3.1 are to be interpreted and applied accordingly.

Part Four - Membership

4.1 General

- (a) Any person using CCS Disability Action support services is entitled to become a member of a branch with full voting rights with no membership fee.
- (b) Any person, group of persons or organisation within the defined Branch area who wishes to support our work, becomes a Member with full voting rights subject to payment of a membership fee.
- (c) A person or group of persons residing in a Local Area which is not serviced by a Branch, or an organisation having a centre of operations in a Local Area which is not serviced by a Branch, becomes a Member of CCS Disability Action by subscribing such sum as may be prescribed from time to time pursuant to Rule 4.1(c) and being registered as a member of CCS Disability Action.
- (d) CCS Disability Action may at its discretion charge annual membership fees to Members who are not members of a Branch. The annual membership fees if charged shall cover the financial year commencing 1 July and ending 30 June.
- (e) A person ceases to be a Member:
 - (i) upon resignation of membership; or
 - (ii) if the person is a Member of a Branch, upon ceasing to be a member of the Branch or the Branch ceases to operate as a branch of CCS Disability Action ; or
 - (iii) if the Member is required to pay an annual membership fee to CCS Disability Action and has failed to pay the fee prior to 30 September in any year; or
 - (iv) upon death of the Member;
 - (v) if the person is a Member pursuant to Rule 4.1(b), upon exclusion from membership by resolution of the Board on the recommendation of the LAC for the Member's Local Area.

4.2 Life Members

- (a) **Life Member:** The Annual General Meeting of the Branch, on the recommendation of the Local Advisory Committee, may elect Life Members in recognition of special services to the Branch. Life Members have the powers and privileges of membership, including the right to vote at branch General Meetings, but shall not be required to pay a subscription.

Any person may be nominated for election as a Life Member of the association in recognition of notable service in the interests or objects of the association. Nomination for Life Membership must be made in writing by no less than three financial Members and should be forwarded to the Board Secretary. Such nominations will be considered by the Board at the next meeting. If such nomination is approved by a majority vote at the Board meeting, it shall be considered by the Society at its next Annual General Meeting. A Life Member can only be elected by the supporting vote of a two-thirds majority of Members of the Society present and voting. No nomination for Life Membership will be received from the floor at such meetings. Life Members shall be entitled to all rights and privileges enjoyed by ordinary Members (including the right to vote) but do not have to pay fees, subscriptions or levies.

- (b) **Honorary Member:** An Honorary Member is a person who is acknowledged as providing or having provided important services to the Society. An Honorary Member has none of the rights or privileges of an ordinary Member. Honorary Members may be determined by the Local Advisory Committee on an annual basis.

4.3 Register of Members

The Branch Manager shall cause to be maintained a register of Members and shall provide a copy of the then current register to the Board upon request and no less frequently than once every calendar year.

Part Five - Local Advisory Committee

- 5.1** A committee of Members being Individual Members who are not employees of the Branch or CCS Disability Action and who have not within the 12 month period preceding their proposed appointment been employees of the Branch or CCS Disability Action, comprising no more than ten in number, shall carry out the functions and have the powers referred to at Rule 5.4 below, to be known as the Local Advisory Committee ("LAC").
- 5.2** (a) The Members comprising the LAC shall hold office for a period of two years. At each Annual General Meeting those members of the LAC who have completed a two year term shall retire from office. The retiring members are eligible for re-election.
- (b) A member of the LAC may resign by giving notice in writing to the LAC.
- (c) The LAC may appoint an Individual Member to fill a casual vacancy. A person so appointed shall retire at the next Annual General Meeting but shall be eligible for re-election.
- 5.3** (a) Candidates for election as members of the LAC must be nominated in writing, with the full name and address of the nominee, and the signatures of the nominee, the proposer and the seconder (all of whom must be Members). The nominations must be received at the registered office of the Branch not less than 21 days prior to the Annual General Meeting.
- (b) The LAC may organise and co-ordinate the election of LAC members by ballot prior to an Annual General Meeting and shall have power to fix and regulate the procedures for any such ballot.
- (c) No more than three members of the LAC may also be members of the Local Executive Committee.
- 5.4** The functions and powers of the LAC are:
- (a) to assist the Board and the Local Executive Committee in the provision of advice and support in relation to the achievement of the objects of CCS Disability Action;
- (b) to provide advocacy support in consultation with management;
- (c) to monitor the operations of the Branch in the Local Area and to ensure that services are meeting nationally defined standards;
- (d) to monitor, advise and support Branch management on non-financial matters;
- (e) to facilitate communications with Consumers in the Local Area;
- (f) to assist in the organisation of elections of National Board Regional Representatives;

- (g) to appoint voting delegate(s) for the Branch for general meetings of CCS Disability Action;
- (h) to report to and liaise with the Board through the Regional Representative elected in terms of the Rules of CCS Disability Action in respect of the Region (as defined in those Rules) that includes the Local Area.
- (i) to liaise with CCS Disability Action as to defining and adjusting the Local Area boundaries (as considered appropriate from time to time).
- (j) from time to time, as required, to give nominations to the Board for persons possessing appropriate skills to be appointed by the Board to hold office as members of the Local Executive Committee as set out in the Rules for CCS Disability Action, having regard to the desirability of achieving diversity, an appropriate skillset and overall balance in the composition of the Local Executive Committee.

5.5 Meetings of the Local Advisory Committee

- (a) The LAC will meet from time to time each year as required and no less frequently than three times every calendar year.
- (b) The Chairperson of the LAC will be elected by the LAC from their own number.
- (c) Half of the voting members of the LAC will form a quorum for a meeting of the LAC.
- (d) A Special Meeting of the LAC may be called at any time by any three voting members of the LAC.
- (e) Minutes shall be recorded of all meetings of the LAC. The minutes will record the names of the members present, all resolutions and the proceedings of each meeting. The minutes if signed by the Chairperson of a meeting or by the Chairperson of the next meeting shall be conclusive evidence of the matters recorded. The minutes of all meetings shall be open to inspection by all Members.
- (f) At a LAC meeting each member is entitled to one vote, with all decisions being passed by majority vote. The Chairperson is entitled to exercise a deliberative vote and may exercise a casting vote where there is an equality of votes.
- (g) The LAC shall obtain a report from the Local Executive Committee as to the affairs of the Branch at least once every financial year, and more frequently if considered appropriate, and shall present an Annual Report to every Annual General Meeting of the Branch.
- (h) The Branch Manager shall be entitled to attend meetings of the LAC unless the LAC determines that the Branch Manager is to retire from any particular meeting.

Part Six - Local Executive Committee

6.1 The Local Executive Committee

The Branch shall be governed by the Local Executive Committee in accordance with Rule 10.1.

6.2 Composition of the Local Executive Committee

(a) The Local Executive Committee consists of:

(i) Up to three persons appointed by the Board from the nominations received from the LAC and who have not within the 12 month period preceding their proposed appointment been employees of the Branch or CCS Disability Action) and any of the Members provided that if the Board is satisfied that a larger number of appointees is necessary or desirable for the proper and efficient governance of the Branch it may agree to appoint additional persons from the nominations received and who meet the eligibility criteria in this sub-rule;

(ii) The Board's nominee, during any period in which a Board nomination in respect of the Branch is in effect,

and shall be determined by the Board having regard to the desirability of achieving diversity, an appropriate skillset and overall balance in the composition of the Local Executive Committee membership.

(b) A member of the Local Executive Committee may resign by giving notice in writing to the Board, and may be dismissed from office by the Board, subject to the other provisions of this Constitution.

(c) A member of the Local Executive Committee absent without leave for two consecutive meetings will forfeit and vacate office and the LAC may appoint a replacement to hold office until the replacement is appointed by the Board.

(d) The Local Executive Committee may appoint a person to fill a casual vacancy for such period until a formal replacement is appointed by the Board, and for any period during which an Local Executive Committee member is absent with leave or, if such appointment is not made within twenty one days of the casual vacancy arising, the Board may appoint any person to fill such casual vacancy pending appointment of a formal replacement.

(e) Where the numbers of the Local Executive Committee fall below two the remaining members may only act for the purposes of arranging for vacancies to be filled or of calling a general meeting.

(f) The Local Executive Committee may invite any person approved by the Board to join the Local Executive Committee as a co-opted member. Co-opted members will not count in determining a quorum.

The tenure of office of co-opted members may be determined by the Local Executive Committee at any time without notice or reason.

- (g) The appointed members of the Local Executive Committee will hold office for a period of two years, and in each case, subject to earlier resignation or dismissal from office, will retire from office by rotation at the conclusion of that two year period. A retiring member is eligible for re-nomination.

6.3 Powers

The Local Executive Committee may exercise all or any of the powers, functions and discretions vested in the Branch including but not by way of limitation:

- (a) To carry out the objects of CCS Disability Action and the other objects of the Branch.
- (b) To provide advice and support to Branch management staff.
- (c) To assist Branch management staff in fundraising initiatives.
- (d) To monitor Branch performance against the business plan and budget for the Branch.
- (e) To approve recommendations on the acquisition and disposition of Branch real property and the exercise of borrowing powers on Branch property, subject to the approval of the Board, such approval not to be arbitrarily or unreasonably withheld by the Board.
- (f) To act as custodian of Branch assets.
- (g) Subject to any national plan agreed by CCS Disability Action as to allocation of resources, and in consultation with the Chief Executive, receive and allocate money coming to the Branch subject to and in accordance with any directions and conditions attached to it.
- (h) Subject to sub-rule (g) above, invest funds in any manner as the Local Executive Committee determines, and in the investment of funds the Local Executive Committee has all the powers of a natural person.
- (i) Subject to sub-rule (e) above, borrow or raise money and give mortgages, charges or liens over the property of the Branch or parts of it.
- (j) Subject to the above sub-rules, rent, lease, hire, purchase, acquire, or sell, lease surrender or dispose of any interest in personal property.
- (k) Apply funds to support CCS Disability Action administration, as levied by the Board from time to time.

- (l) Such other functions not inconsistent with the other provisions of this Constitution as may be considered necessary or desirable for the proper administration of the Branch and its affairs.

6.4 Meetings of the Local Executive Committee

- (a) The Local Executive Committee will meet from time to time each year as required.
- (b) The Chairperson will be elected by the Local Executive Committee from their own number.
- (c) Half of the voting members of the Local Executive Committee but not less than two will form a quorum for a meeting of the Local Executive Committee.
- (d) A Special Meeting of the Local Executive Committee may be called at any time by any two members of the Local Executive Committee.
- (e) The Branch Manager, or his or her nominee, will attend all meetings of the Local Executive Committee unless the Local Executive Committee decides that the Branch Manager (or his or her nominee, if applicable) shall retire from the meeting. The Branch Manager may nominate a substitute to attend any meeting in his or her absence. The Chief Executive shall be entitled to attend any meeting of the Local Executive.
- (f) Minutes shall be recorded of all meetings of the Local Executive Committee. The minutes will record the names of the members present, all resolutions and the proceedings of each meeting. The minutes if signed by the Chairperson of a meeting or by the Chairperson of the next meeting shall be conclusive evidence of the matters recorded. The minutes of all meetings shall be open to inspection by all Members.
- (g) At an Local Executive Committee meeting each member is entitled to one vote, with all decisions being passed by majority vote. The Chairperson is entitled to exercise a deliberative vote and may exercise a casting vote where there is an equality of votes.
- (h) The Local Executive Committee shall report to the LAC as to the affairs of the Branch at least once every calendar year, and when requested from time to time by the LAC or by the Board.

Part Seven - Local Committee

- 7.1 Each Branch may, by resolution passed by a two thirds majority of votes of paid up voting Members, elect to combine the functions of the LAC and LEC into one committee known as the CCS Disability Action "Branch Name" Local Committee provided such resolution is approved by the Board. Each Branch that has established a single Local Committee in accordance with this clause 7.1, may by way of a two thirds majority of paid up voting Members, elect to revert to a two committee structure in accordance with this constitution.
- 7.2 Each Local Committee shall consist of a minimum of five and maximum of ten Members. Local Committee Members shall be appointed pursuant to those Rules of each Branch that govern the appointment of Members of the Local Advisory Committee, provided that the Board may appoint up to three Members pursuant to 9.3(o) of the National Constitution. In appointing the Members of the Local Committee, the Board shall have regard to the principles outlined in clause 6.2 of this Constitution to ensure that there is an adequate mix of skills to carry out all the required responsibilities.
- 7.3 A Member of the Local Committee may resign by giving notice in writing to the Local Committee. Members appointed by the Board may be dismissed from office by the Board at the Board's discretion upon written notice.
- 7.4 Each Member of the Local Committee will hold office for a period of two years, and in each case, subject to earlier resignation or dismissal from office, will retire from office by rotation at the conclusion of that two year period. A retiring Member is eligible for re-election.
- 7.5 The Local Committee may exercise all or any of the powers, functions and discretions in the LAC and LEC as detailed in Part Five and Part Six of this Constitution.
- 7.6 Each Local Committee will meet at least three times a year and may establish sub-committees to carry out specific functions (for example, a finance sub-committee) which will meet from time to time each year, as required.
- 7.7 The Chairperson of each Local Committee will be elected by the Local Committee from their own number.
- 7.8 The Chairperson may convene a meeting of the Local Committee by giving notice to every Local Committee Member at least two days prior to the meeting, or such shorter period as the Members agree. The notice must include the date, time, and place of meeting. The notice need not be in writing.
- 7.9 Half the voting Members of the Local Committee present at a meeting will form a quorum of the Local Committee.
- 7.10 A Special Meeting of the Local Committee may be called at any time by any two Members of the Local Committee.

- 7.11 Minutes shall be recorded of all meetings of the Local Committee. The minutes will record the names of the Members present, all resolutions and the proceedings of each meeting. The minutes if signed by the Chairperson of a meeting or by the Chairperson of the next meeting shall be conclusive evidence of the matters recorded. The minutes of all meetings shall be open to inspection by all Members.
- 7.12 At a Local Committee meeting each Member present is entitled to one vote, with all decisions being passed by majority vote. The Chairperson is entitled to exercise a deliberative vote and may exercise a casting vote where there is an equality of votes.
- 7.13 The Local Committee shall report to the Board as to the affairs of the Branch at least once every calendar year, and when requested from time to time by the Board.

Part Eight- Officers

8.1 The officers of the Branch are:

A Executive Officers:

The members of the Local Executive Committee.

B Non-Executive Officers:

- (a) A Patron
- (b) Honorary Members
- (c) The Auditor
- (d) The Solicitor

8.2 Appointment of Officers

- (a) The Auditor will be elected at Annual General Meetings.
- (b) The Solicitor will be appointed by the Local Executive Committee.

8.3 Indemnity

All executive officers of the Branch and the members of the LAC and LC are indemnified by the Branch against all losses and expenses incurred by them in carrying out their duties except when due to their wilful neglect.

Part Nine - Employees

- 9.1 The Chief Executive shall make decisions on the engagement, control and dismissal of the Branch Manager.
- 9.2 The Branch Manager shall be responsible for the engagement, control and dismissal of all other employees of the Branch.

Part Ten - Administration And Powers

10.1 Governance

The Branch shall be governed by the Local Executive Committee which shall have the entire superintendence, control and management of the Branch subject only to the provisions of this Constitution and the Rules of CCS Disability Action and any amendments to either of them, and to any directions given at any general meeting of the Branch or given by the Board.

10.2 Capacity

Subject to this Constitution the Branch may do anything which it is permitted or required to do by this Constitution, or by any enactment or rule of law.

10.3 Common Seal

The Common Seal may only be used with the authority of the Local Executive Committee or of a Committee acting under authority delegated to it by the Local Executive Committee. Every document to which the Common Seal is fixed must be signed by any two members of the Local Executive Committee, or any member of the Local Executive Committee and any other person authorised by the Local Executive Committee. A register of every document to which the Common Seal is fixed shall be maintained and tabled at each meeting of the Local Executive Committee.

10.4 Funds and Property

The funds and property of the Branch shall be administered by the Local Executive Committee in accordance with this Constitution, and in particular.

- (a) All money received is to be paid to the credit of the Branch at such bank as the Local Executive Committee appoints.
- (b) Cheques and other negotiable instruments are to be signed or endorsed in such manner as the Local Executive Committee directs.
- (c) The financial year of the Branch shall end on the 30th day of June.
- (d) The books and accounts of the Branch are to be audited annually by the Auditor.

10.5 Legacies, Endowments, Contributions and Gifts

- (a) Legacies, endowments, contributions or other gifts of money or other real or personal property may be made to the Branch generally or for the purpose of any specific object of the Branch.
 - (i) If the Local Executive Committee is satisfied that any legacy, endowment, contribution or other gift made to the Branch has been made despite of or in ignorance of, or without full appreciation of the claim whether legal or moral of any person

or organisation upon the duty or the bounty of the testator or donor the Local Executive Committee may make such payment or gift of or out of the property comprised in the legacy, endowment, contribution, or other gift in or towards the satisfaction or relief of such claim as it may in its absolute discretion think fit.

- (ii) The Local Executive Committee may act even though the Branch may have received in whole or in part or expressed its acceptance of the legacy, endowment, contribution or other gift.
- (iii) The Local Executive Committee may with the prior approval of the Board and subject to any conditions the Board may impose, in the exercise of its discretion compromise or settle any legal proceedings in which the Branch has been joined as a party which proceedings if successful may diminish or detrimentally affect the entitlement of the Branch to the legacy, endowment, contribution, or other gift.
- (iv) Without limiting the above the Local Executive Committee may for the purposes of this Rule take into account any report and/or recommendation made by the Solicitor or by Counsel representing the Branch or CCS Disability Action in the legal proceedings or in respect of any claim or threatened claim.

- (b) Any person authorised by the Local Executive Committee may receive and give receipts for all legacies, subscriptions, donations, or money bequeathed, made or given to the Branch and any receipt given by any such person is an effective discharge for the money or other property stated to have been received.

10.6 No Personal Pecuniary Gain

- (a) Any income, benefit, or advantage generated must be used to advance the charitable purposes of CCS Disability Action.
- (b) No member of CCS Disability Action, or anyone associated with a member, is allowed to take part in, or influence any decision made by CCS Disability Action in respect of payments of any income, benefit, or advantage to or on behalf of the member or associated person.
- (c) Any payments made to a member of CCS Disability Action, or to any person associated with a member, must be for goods or services that relate to the charitable purposes of CCS Disability Action and must be reasonable and relative to payments that would be made between unrelated parties.

Part Eleven - General Meetings

11.1 Annual General Meetings

- (a) The Annual General Meeting will be held by the 15th November each year, at a time and place determined by the LAC. If no time or place is determined then the Local Executive Committee shall determine the time or place.
- (b) At each Annual General Meeting the following business shall be transacted:
 - (i) Consideration of the Annual Report;
 - (ii) Consideration of the Statement of Accounts [of the Branch] and the Auditor's Report;
 - (iii) Subject to Rule 5.3(b), election of Members to the LAC with effect from the end of the meeting, in accordance with Rule 5.2;
 - (iv) Consideration of any remit or recommendation submitted by any Member and in respect of which 7 clear days notice has been given;
 - (v) Consideration of any recommendations of the Local Executive Committee;
 - (vi) Appointment of the Auditor;
- (c) The LAC will procure that no less than one month clear notice is given either by notice in writing to all Members or by public newspaper advertisement advising Members of the date of the meeting and place.

11.2 Special General Meetings

- (a) A Special General Meeting may be called at any time by the LAC, and shall be called by the LAC on the written request of not less than five Members. When making a written request the request must state the object of the proposed meeting.
- (b) The LAC must procure that at least 14 clear days notice of a Special General Meeting of the Branch to the Members. The notice must specify the date and place of the Special General Meeting and the subject matter intended to be submitted to the meeting. Such notice may be given either by public newspaper advertisement in at least one newspaper circulating in the Local Area or by notice in writing to all Members.

11.3 Consumer Involvement and Member Delegations

- (a) Any person who is a recipient of services from the Branch, although not a voting Member, may attend and take part in the business and discussions of a general meeting but is not entitled to vote on any question.
- (b) Any Member entitled to vote who is unable to attend any meeting may vote by proxy appointed in a form determined from time to time by the Local Executive Committee in accordance with this Constitution.
- (c) The instrument appointing a proxy is to be in writing, signed by the Appointer, and is to be produced prior to the meeting to the Chairperson or to the registered office before the person named in the instrument as the proxy purports to vote. No person may be appointed a proxy who is not a Member.

11.4 Conduct of Meetings

- (a) The Chairperson of the Local Advisory Committee will chair all general meetings of the Branch. In the absence of that Chairperson the Members present will elect a Chairperson.
- (b) Twelve persons, being Members of the Branch entitled to vote, present in person or by proxy, will form a quorum.
- (c) The Chairperson of any meeting, if a Member entitled to vote, may exercise a deliberative vote and may exercise a casting vote if there is an equality of votes.
- (d) All resolutions at any General Meeting shall be carried by a majority of the votes of the Members entitled to vote, present in person or by proxy. Voting is to be by a show of hands, unless a Member entitled to vote demands a ballot. On all votes each Member entitled to vote is entitled to exercise one vote personally and one vote for every valid proxy vote held.
- (e) In the event that a quorum is not present within thirty minutes of the time set down for the commencement of the meeting then the meeting if it has been called pursuant to Rule 11.2 will lapse. In all other cases if a quorum is not present within thirty minutes of the appointed time the meeting will be adjourned until the same time on a date four weeks later and if a quorum is not present then, those Members present in person will form a quorum and may deal with the business for which the meeting was originally called but no other business may be considered.

Part Twelve - Rule Changes And Winding Up

12.1 Rule Changes

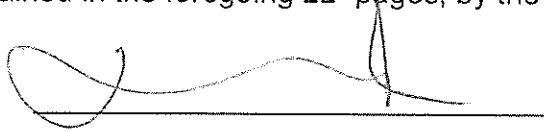
Subject to the provisions of the Act and the approval of the Board, the Rules of the Branch may be amended in whole or in part by resolution carried by a two-thirds majority of the votes of the Members entitled to vote being present, in person or by proxy, at any Annual or Special General Meeting of the Branch of which the required notice has been given. No amendment is to be approved if it has the effect of altering the charitable nature of the objects of the Branch or if it would have the effect of circumventing or removing the restrictions imposed by Rule 10.6 of this Constitution.

12.2 Winding Up

- (a) The Branch may be put into liquidation or dissolved in any of the ways provided for in the Act or in the Rules of CCS Disability Action.
- (b) In the event of a liquidation or dissolution of the Branch the surplus assets of the Branch shall pass to CCS Disability Action to be dealt with by the Board to assist in achieving the charitable purposes of CCS Disability Action, subject to any conditions on which the assets were held by the Branch immediately prior to liquidation or dissolution (as the case may be).
- (c) If the above provisions are ineffective for any reason in disposing of the surplus assets of the Branch, any surplus assets remaining in the Branch in the event of a liquidation or dissolution after application of the above provisions shall be applied exclusively for charitable purposes in New Zealand as directed by a judge of the High Court of New Zealand and the provisions of Section 27 of the Act shall apply.

Confirmation of amendment to the Rules by CCS Disability Action Otago Incorporated contained in the foregoing 22 pages, by the Members, namely

Signature:



Full Name:

DAVID LOW

Office:

CHAIR LC

Date:

1/12/17

Signature:



Full Name:

Rachel Brazil

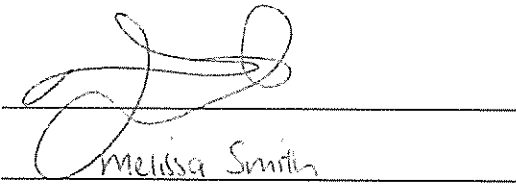
Office:

Committee Member

Date:

1/12/17

Signature:



Full Name:

Melissa Smith

Office:

General Manager

Date:

1/12/17

